

**EXHIBIT 1**

**PROPOSED ORDER**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	: Chapter 11
	: :
Residential Capital, LLC, <u>et al.</u> ,	: Case No. 12-12020 (MG)
	: :
Debtors.	: Jointly Administered
	: :
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**ORDER GRANTING DEBTORS' MOTION, PURSUANT TO BANKRUPTCY CODE  
SECTION 107(b) AND BANKRUPTCY RULE 9018, TO FILE UNDER SEAL  
REDACTED PORTIONS OF (I) THE MOTION FOR AN ORDER PURSUANT TO  
BANKRUPTCY CODE SECTION 105(a) AND BANKRUPTCY RULE 9019  
APPROVING SETTLEMENT AGREEMENT BETWEEN DEBTOR GMAC  
MORTGAGE, LLC AND GVC MORTGAGE, INC.,  
AND (II) THE SETTLEMENT AGREEMENT**

Upon the motion (the "Motion"),<sup>1</sup> dated October 24, 2013, of Residential Capital, LLC and its affiliated Debtors in the above captioned case (the "Debtors"), for an order, pursuant to section 107(b) of Title 11 of the United States Code, 11 U.S.C. § 101 et seq. ("Bankruptcy Code") and Rule 9018 of the Federal Rules of Bankruptcy Procedure ("Bankruptcy Rules"), authorizing the Debtors to file under seal redacted portions of (i) the 9019 Motion and (ii) the Settlement Agreement, as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and grant the requested relief in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion and the relief requested therein having been provided to all parties in interest in the chapter 11 cases, and no other or further notice being necessary; and the legal and factual bases set forth in the Motion establish just cause to grant the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is hereby

<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

**ORDERED, ADJUDGED AND DECREED THAT:**

1. The Motion is granted to the extent provided herein.
2. Pursuant to section 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018, the Debtors are authorized to file portions of the 9019 Motion and the Settlement Agreement, under seal.
3. The unredacted 9019 Motion and the Settlement Agreement (collectively, the “Sealed Documents”) shall not be disclosed to any parties in these cases other than (a) the Bankruptcy Court, (b) counsel to the Creditors’ Committee, (c) the United States Trustee, and (d) other parties in interest that enter into confidentiality agreements reasonably acceptable to the Parties; provided, that the Debtors shall not be required to provide access to the Sealed Documents to other parties in interest that the Debtors have reason to believe are seeking access in order to obtain an unfair commercial advantage; provided, further, that nothing in this Order shall be deemed to prejudice the ability of parties in interest to file a motion with the Court requesting access to the Sealed Documents in the event the Debtors do not consent to provide such access.
4. Parties receiving Sealed Documents shall treat them as confidential and not for public dissemination so long as the Sealed Documents, or any portions thereof, remain under seal by Order of this Court.
5. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: \_\_\_\_\_, 2013  
New York, New York

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UNITED STATES BANKRUPTCY JUDGE